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ROBERT A. WIMBISH

DONALD E. CROSS (1923-1986)

19672-A

BY HAND

March 15, 1996

Ms. Janice Fort  
Equipment Recordation Office  
Surface Transportation Board  
12th and Constitution Ave., N.W.  
Washington, D.C. 20423

RE: Partial Release of Railcar Lien  
Union Pacific Railroad Company - Creditor  
Temco Corporation - Debtor

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of  
49 U.S.C. Section 11303(a) is the following document:

An executed original copy of a Partial Release of  
Railcar Lien dated March 5, 1996, a secondary document as defined  
in the Surface Transportation Board's Rules for Recordation of  
Documents under 49 CFR §1177. The names and addresses of the  
parties to the subject Railcar Lien are:

Secured Party: Union Pacific Railroad Company  
1416 Dodge Street  
Room 830  
Omaha, NE 68179-5610

Debtor: Temco Corporation  
100 East Scranton Ave.  
Lake Bluff, IL 60044

A description of the railroad equipment covered by this  
document is provided in Appendix A to the subject Partial Release  
instrument. The equipment subject to the attached Partial  
Release represents a portion of that equipment covered by a Lien  
filed with the Interstate Commerce Commission under Recordation  
Number 19672.

Ms. Janice Fort  
March 15, 1996  
Page 2

The subject Lien has been previously filed with the Interstate Commerce Commission as follows:

Recordation Number 19672

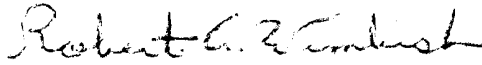
A short summary of the enclosed document to appear in the Commission's index is:

Partial Release of Railcar Lien dated March 5, 1996, between Temco Corporation (debtor) and Union Pacific Railroad Company (secured party) covering 100 railcars identified in Appendix A.

A recordation fee of \$21.00 is enclosed.

Please let me know if you need anything else.

Sincerely Yours,

  
Robert A. Wimbish

Enclosure

cc: Jeffrey B. Kahn, Esq.  
Burt Engleberg, Esq.

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

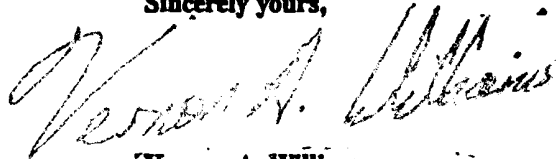
3/15/96

Robert A. Wimbush  
Rea, Cross & Auchincloss  
1920 N Street, NW., Ste. 420  
Washington, DC., 20036

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/15/96 at 3:55PM, and assigned recordation number(s). 19672-A-19248-A

Sincerely yours,

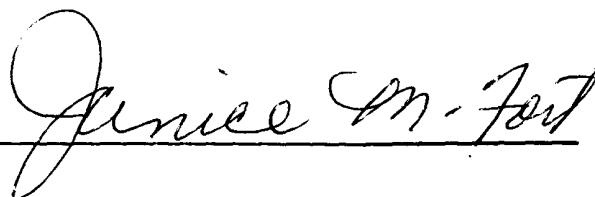


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19672-A

PARTIAL RELEASE OF RAILCAR LIEN

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, UNION PACIFIC RAILROAD COMPANY, a Utah corporation (the "Railroad"), has heretofore obtained an Order dated September 7, 1995 from the United States District Court for the Northern District of Illinois ("Order") in Union Pacific Railroad Company vs. TEMCO Leasing Company, Case No. 94 C 6225; and

WHEREAS, the Railroad duly filed and recorded a Memorandum of Order (the "Memorandum of Order") with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 19, 1995 under recordation number 19672; and

WHEREAS, TEMCO Leasing Company ("TEMCO") has requested that the Railroad release from its judgement lien, certain property subject to the Memorandum of Order hereinafter particularly described.

NOW, THEREFORE, the Railroad, for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, receipt whereof is hereby acknowledged, does hereby RELEASE, REMISE, CONVEY AND QUIT CLAIM unto TEMCO, its successors and assigns, all of the right, title, lien, interest, claim or demand whatsoever which the Railroad has or may have acquired under, through or by virtue of the Memorandum of Order in and to the property described in Appendix A hereto.

THIS INSTRUMENT is executed upon the express condition that nothing herein contained shall be construed to release from the lien of the Memorandum of Order, or to impair said lien upon any property subject thereto, except the property hereinabove specifically described.

IN WITNESS WHEREOF, the Railroad has caused this instrument to be duly executed and delivered by its duly authorized officers as of this 5<sup>th</sup> day of March, 1996.

UNION PACIFIC RAILROAD COMPANY

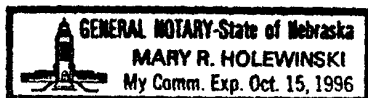
By: James V. Dean

Its: \_\_\_\_\_

STATE OF NEBRASKA     )  
                                      ) SS.  
COUNTY OF OMAHA     )

On this 5<sup>TH</sup> day of March, 1996, before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James V. Dolan to me a Vice President of Union Pacific Railroad Company, a Utah corporation, and duly authorized by authority of the board of directors or the by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 5<sup>th</sup> day of March, 1996.



Mary R. Holewinski  
Notary Public

My Commission Expires:

October 15, 1996

APPENDIX A  
List of 100 Railroad Tank Cars

PREFIX	UNIT #	AAR TYPE
TMCX	8216	T105
TMCX	8220	T105
TMCX	8221	T105
TMCX	8222	T105
TMCX	8223	T105
TMCX	8325	T105
TMCX	8326	T105
TMCX	8327	T105
TMCX	22898	T055
TMCX	22899	T055
TMCX	22900	T055
TMCX	22901	T055
TMCX	22903	T055
TMCX	22905	T105
TMCX	22914	T105
TMCX	22924	T105
TMCX	22925	T105
TMCX	22927	T105
TMCX	22928	T105
TMCX	22929	T405
TMCX	22933	T105
TMCX	22935	T105
TMCX	22948	T105
TMCX	22950	T105
TMCX	22951	T105
TMCX	22952	T105
TMCX	22958	T405
TMCX	22959	T405
TMCX	22960	T105
TMCX	22961	T105
TMCX	22962	T105
TMCX	22963	T105
TMCX	22964	T105
TMCX	22965	T105
TMCX	22967	T105
TMCX	22969	T105
TMCX	22970	T105
TMCX	22971	T105
TMCX	22973	T105
TMCX	22975	T105

# List of 100 Railroad Tank Cars

TMCX	22976	T105
TMCX	22983	T105
TMCX	22984	T105
TMCX	22985	T105
TMCX	22986	T105
TMCX	22987	T105
TMCX	22988	T105
TMCX	22990	T105
TMCX	22992	T105
TMCX	22994	T105
TMCX	22995	T105
TMCX	23101	T105
TMCX	23102	T105
TMCX	23103	T105
TMCX	23104	T105
TMCX	23105	T105
TMCX	23106	T105
TMCX	23107	T105
TMCX	23109	T105
TMCX	23130	T105
TMCX	23132	T105
TMCX	23133	T105
TMCX	23134	T105
TMCX	23137	T105
TMCX	23138	T105
TMCX	23140	T105
TMCX	23141	T105
TMCX	23144	T105
TMCX	23146	T105
TMCX	23165	T105
TMCX	23166	T105
TMCX	23168	T105
TMCX	23169	T105
TMCX	23171	T105
TMCX	23173	T105
TMCX	23174	T105
TMCX	23176	T105
TMCX	23177	T105
TMCX	23178	T105
TMCX	23179	T105
TMCX	23180	T105
TMCX	23182	T105
TMCX	23185	T105
TMCX	23186	T105
TMCX	23189	T105
TMCX	23190	T105
TMCX	23191	T105
TMCX	23200	T105

# List of 100 Railroad Tank Cars

TMCX	23201	T105
TMCX	23203	T105
TMCX	23204	T105
TMCX	23207	T105
TMCX	23208	T105
TMCX	23212	T105
TMCX	23214	T105
TMCX	23218	T105
TMCX	23219	T105
TMCX	24028	T105
TMCX	24253	T105
TMCX	24322	T105



AFFIDAVIT

City of Washington    )  
                              ) ss.  
District of Columbia)

Robert A. Wimbish, being duly sworn according to the law,  
deposes and states as follows:

1. I am submitting for recordation with the Surface  
Transportation Board the attached copy of a Partial Release of  
Railcar Lien between Temco Corporation ("Debtor") and the Union  
Pacific Railroad Company ("Secured Party") executed 5 March 1996.

2. I have compared the attached copy with the original  
document, and I have found the attached copy to be complete and  
identical in all respects to the original document.

Robert A. Wimbish  
(Signature)

Robert A. Wimbish  
(Printed or Typed)

Subscribed and sworn to before me, a Notary Public, in  
and for the City of Washington, District of Columbia, this 14th  
day of March, 1996.

My Commission expires:

Lynn Gottschalk  
(Notary Public)

LYNN GOTTSCHALK  
Notary Public, District of Columbia  
My Commission Expires: November 30, 1999